# ARTICLES OF INCORPORATION FOR THE CHICAGO AREA COUNCIL, BOY SCOUTS OF AMERICA, INC. 118

## ARTICLE I. NAME

The name of the corporation is Chicago Area Council, Boy Scouts of America, Inc. #118. For convenience in these Articles of Incorporation the corporation is sometimes referred to as the "Corporation."

## ARTICLE II. DURATION

The Corporation shall have perpetual existence but shall take such action as may be necessary to dissolve in the event of the revocation or termination of its charter from the Boy Scouts of America, a corporation organized under Act of Congress.

## ARTICLE III. PURPOSES

The Corporation shall promote, within the territory covered by the charter from time to time granted it by the Boy Scouts of America and in accordance with the Congressional Charter, Bylaws, and Rules and Regulations of the Boy Scouts of America, the Scouting program of promoting the ability of boys and young men and women to do things for themselves and others, training them in Scout-

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craft, and teaching them patriotism, courage, self-reliance, and kindred virtues, using the methods which are now in common use by the Boy Scouts of America.

## ARTICLE IV. PRINCIPLES AND POLICIES

The Corporation shall be operated as a nonprofit corporation exclusively for charitable and educational purposes within the meaning of Section 501 c-3 of the Internal Revenue Code of 1954, as from time to time amended.

The Corporation shall at all times maintain the principles and policies of the Boy Scouts of America, as set forth in detail in the Bylaws and the Rules and Regulations of the Boy Scouts of America in official handbooks, or as may be announced by the Boy Scouts of America from time to time, specifically restricting the leadership to those persons who are willing to subscribe to the declarations of principles therein set forth and to the Scout Oath and Law and who otherwise are qualified to receive certificates of leadership.

## ARTICLE V. POWERS

The Corporation shall have and may exercise (in a manner consistent with the Congressional Charter, Bylaws,

and Rules and Regulations of the Boy Scouts of America) all powers given to nonprofit corporations under the laws of the State of Illinois.

## ARTICLE VI. MEMBERS

The Corporation shall have one or more classes of members, as provided in the Bylaws of the Corporation, and may have honorary members.

Each active, associate, or honorary member of the Corporation shall be a citizen of the United States of America or have taken the preliminary steps to becoming a citizen of the United States of America, (a) has subscribed to the Scout Oath and Law and the Bylaws and Rules and Regulations of the Boy Scouts of America, (b) has been registered by the Boy Scouts of America in accordance with its Bylaws and Rules and Regulations, and (c) otherwise meets all qualifications for membership from time to time established by the Boy Scouts of America.

## ARTICLE VII. EXECUTIVE BOARD

The Executive Board of the Corporation shall be composed of such number of persons, in no event fewer than 25 or more than 110 regular members who shall

be elected in such manner as prescribed in the Bylaws and Rules and Regulations of the Corporation, and specifically including those categories of officers and members as set out in Article IV Section 2 of the Bylaws.

## ARTICLE VIII. ADDRESS

The address of the initial registered office of the Corporation is 300 West Adams, Chicago, Illinois 60606 and the name of its registered agent at such address is Edward C. Jacobs, the current Scout Executive.

## ARTICLE IX. DISSOLUTION

The property and assets of the Corporation are irrevocably dedicated to the charitable and educational purposes of carrying out the program of the Boy Scouts of America. In the event of the dissolution or final liquidation of the Corporation or upon the revocation or termination of its charter from the Boy Scouts of America, none of such property or assets or the proceeds therefrom shall inure to the benefit of any individual but shall, after all liabilities and obligations of the Corporation have been paid or satisfied or provision otherwise made therefor, be distributed (a) to another local

council of the Boy Scouts of America as specified by the Boy Scouts of America to be used for charitable and educational purposes, or (b) in the absence of such specification, to the Boy Scouts of America itself to be used for charitable and educational purposes, it being contemplated that in either instance such property and assets shall continue to be devoted to the furtherance of Scouting in Illinois.

## ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended by the majority vote of the members having the right to vote present at a duly called meeting of the members of the Corporation at which a quorum is present and of which at least twenty days written notice has been given, the notice for which has been accompanied by the text of the proposed amendment or amendments, provided, however, that no amendment to these Articles of Incorporation shall be effective unless first presented to and approved by (a) the Executive Board of the Corporation and (b) an authorized official at the national office of the Boy Scouts of America.

# BYLAWS

## ARTICLE I. NAME

The name of the corporation is Chicago Area Council, Boy Scouts of America, Inc. #118 sometimes referred to in these Bylaws as the "Corporation."

## ARTICLE II. PURPOSE AND RESPONSIBILITIES

Purpose

SECTION 1.

The Corporation shall promote, within the territory covered by the charter from time to time granted it by the Boy Scouts of America and in accordance with the Congressional Charter, Bylaws, and Rules and Regulations of the Boy Scouts of America, the Scouting program of promoting the ability of boys and young men and women to do things for themselves and others, training them in Scoutcraft, and teaching them patriotism, courage, self-reliance, and kindred virtues, using the methods which are now in common use by the Boy Scouts of America. In achieving this purpose, emphasis shall be placed upon the educational program of the Boy Scouts of America and the oaths,

promises, and codes of the Scouting program for character development, citizenship training, mental and physical fitness.

The Corporation shall fulfill the basic purpose of the Scouting movement within its territory, making Scouting training available to all boys and young men and women and serving organizations and community groups using the Scouting program while maintaining standards and policies, protecting official badges and insignia, and providing adequate leadership and finances.

RESPONSIBILITIES

SECTION 2.

The responsibilities of the Corporation shall be controlled and directed by the Boy Scouts of America through its Bylaws and Rules and Regulations.

Clause 1. It shall be the duty of the Corporation to promote the program of Scouting through the organization and registration annually of units and their personnel; also to provide leadership and supervision of all program activities, within the territory covered by its charter, in such a manner as to ensure compliance with the provi-

sions of the Bylaws of the Boy Scouts of America and the Rules and Regulations thereof.

Clause 2. The Corporation shall guard against the use of the official uniform and insignia by persons not officially registered with the Boy Scouts of America and shall bring to the attention of the Boy Scouts of America any violation of regulations not within its power to prevent or any attempt to commercialize the Scouting movement.

Clause 3. The Corporation shall through its Scout Executive and other representatives make the benefits of the Scouting program known to all organizations or community groups having contact with youth life and cooperate in the organization of units so that boys and young men and women may have the benefit of the Scouting program.

The Corporation shall provide means for assisting chartered organizations in securing and training qualified persons to serve as unit leaders and assistants. The Corporation shall provide facilities and leadership in order that Scouts under its jurisdiction may have the opportunity to have a year-round outdoor program totaling at least ten days and nights of hike, overnight camp, camporee,

and summer camp experiences, with adequate facilities and supervision.

Clause 4. The Corporation shall endeavor to provide facilities and leadership in order that Explorers under its jurisdiction may have the opportunity to participate in at least five days and five nights of trips and Explorer activities away from home each year.

Clause 5. The Corporation shall provide procedures for advancement in order that Cub Scouts, Boy Scouts and Explorers may meet the various requirements of rank as authorized by the Boy Scouts of America, under such conditions as will reduce to a minimum the necessity of traveling a great distance from home or of interfering with schoolwork or home duties.

Clause 6. The Corporation shall recommend to the Boy Scouts of America stores located within its territory which the Boy Scouts of America shall consider for appointment as authorized distributors of official uniforms, literature, and equipment in such territory. A sufficient number of stores of the type prescribed by the Boy Scouts of America shall be so proposed so that youth and adult members in such territory may be served conveniently.

## ARTICLE III. MEMBERS OF THE COUNCIL

### NUMBER, CLASSES, AND QUALIFICATIONS

SECTION 1.

The corporate membership of the Corporation shall be composed of active members and may also include associate members and honorary members; the corporate membership shall be known and designated collectively as the Council of the Corporation. All active, associate, and honorary members must meet the membership qualifications established by Article Six of the Corporation's Articles of Incorporation. The Corporation also may enroll sustaining members pursuant to Clause 3 of this Section. Sustaining members shall not be part of the corporate membership of the Corporation unless elected as associate members pursuant to Clause 2.

Active Members

Clause 1. The active membership of the Council shall consist of Scouting coordinators and members at large. Scouting coordinators shall represent organizations

or community groups operating units. Each organization or community group to which a charter is granted by the Boy Scouts of America to operate one or more recognized Scouting units shall elect or appoint a Scouting coordinator, who shall be other than the unit leader or assistant unit leader, as a member of the Council.

Members at large of the Council shall include persons chosen from the various business, civic, educational, labor, professional, social, and religious interests of the communities in the Corporation's territory.

At all times Scouting coordinators shall constitute a majority of the active membership of the Local Council.

Associate Members

Clause 2. The active members of the Council may elect as associate members of the Council persons desiring to maintain an active Scouter membership without assignment to active service. Associate members shall have no vote but may wear the uniform and insignia of lay members without office.

Sustaining Members

Clause 3. The Corporation may enroll as sustaining members persons desiring to be identified with the Corporation through their financial support and influence in expansion of the Corporation's program. Sustaining members who satisfy the eligibility requirements may be elected as associate members pursuant to Clause 2 of this Section. Sustaining members shall have no vote.

Honorary Members

Clause 4. The active members of the Council may elect as honorary members of the Council persons whose election may further the Scouting program. Honorary members shall have no vote.

ELECTION AND TERM; VACANCIES

SECTION 2.

Active Members

Clause 1. Scouting coordinators shall become active members of the Council upon their election or appointment by the chartered organization or community group and upon their being registered by the Boy Scouts of America as Scouting coordinators; they shall continue to

be active members for such period as such organization or community group shall desire but in any event only during such time as such organization or community group shall continue to hold a charter from the Boy Scouts of America to operate a unit.

Each member at large shall be elected at the annual meeting of the Council by the active members then in office, shall take office immediately following such meeting, and shall hold office until the conclusion of the next succeeding annual meeting of the Council.

Associate and Honorary Members

Clause 2. Associate members and honorary members of the Council shall be elected at the annual meeting of the Council by the active members then in office, shall take office immediately following such meeting, and shall hold office until the conclusion of the next succeeding annual meeting of the Council.

Vacancies in Active Membership

Clause 3. A vacancy in the active membership of the Council caused by the death, resignation, removal, or failure to qualify as a Scouting coordinator shall be

filled by the chartered organization or community group which initially elected or appointed the Scouting coordinator. A vacancy in the active membership of the Council caused by the death, resignation, removal, or failure to qualify of a member at large may be filled by the Executive Board of the Corporation and the member at large so elected shall hold office until the conclusion of the next succeeding of the next succeeding annual meeting of the Council.

MEETINGS; QUORUM; VOTING

SECTION 3.

Annual Meeting

Clause 1. The annual meeting of the Council shall be held at such place within the Corporation's territory, or on property that is owned or leased by the Corporation that is not located within the Corporation's territory, and at such time as the Executive Board of the Corporation may determine. The annual meeting of the Council shall be for the purpose of (a) receiving annual reports of the Executive Board, officers and various committees, (b) electing members at large, associate and honorary members of the Council, National Council members, regular members

of the Executive Board, and officers of the Corporation other than the council Scout Executive, (c) receiving and approving financial statements showing the financial position of the Corporation as of the close of its most recent complete fiscal year and the results of operations during such year, and (d) transacting such other business as may come before the meeting.

Other Regular Meetings

Clause 2. In addition to the annual meeting, the Council may have such other regular meetings as may be established by resolution of the Executive Board of the Corporation. Each regular meeting shall be held at such place within the Corporation's territory, as the President or the Executive Board may specify.

Special Meetings

Clause 3. Special meetings of the Council may be called by the President or the Executive Board at any time and shall be called within sixty days upon the request in writing of at least one-fifth of the active members of the Council (such request specifying the object of the special meeting). Special meetings shall be held at such

place within the Corporation's territory, or on property that is owned or leased by the Corporation that is not located within the Corporation's territory, as the President or Executive Board may specify except that a special meeting called to consider a proposal to merge or consolidate with one or more corporations which are chartered Councils of the Boy Scouts of America may, to the extent permitted by law, be held in the territory of one of such other corporations if the President or the Executive Board shall so specify.

Notice

Clause 4. A written notice of any meeting of the Council, regular or special, shall be mailed to each member of the Council who is entitled to attend the meeting at least twenty days or earlier in the case of the annual meeting (see Section 4.) in advance thereof and shall indicate the time and place of and the business to be transacted at the meeting.

Quorum

Clause 5. A quorum for the Council shall be five percent of the active members of the council.

Attendance at Meetings; Voting

Clause 6. All active, honorary, and associate members of the Council shall be entitled to attend any meeting of the Council when it meets as a committee of the whole. The Council may invite other persons to attend Council meetings but such persons shall have no vote. Each active member of the Council present at a Council meeting shall be entitled to one vote and voting by proxy shall not be permitted. Except in the case of elections where voting shall be by ballot, voting at a meeting of the Council may be by ballot, voice, or show of hands as the chairman of the meeting may rule unless otherwise determined by the members entitled to vote. Unless otherwise required by law, the Articles of Incorporation or these Bylaws, any question (other than elections) presented to a meeting of the Council at which a quorum is present shall be determined by a majority of those actually voting; elections shall be determined by plurality of those actually voting.

## NOMINATING COMMITTEE OF THE COUNCIL

SECTION 4.

At least ninety days prior to the annual meeting of the Council, the President shall appoint, with the approval of the Executive Board, not fewer than three active members of the Council to serve as a nominating committee. At the annual meeting of the Council, the nominating committee shall nominate persons to be elected as members at large of the Council, associate and honorary members of the Council, regular members of the Executive Board, National Council members, and officers of the Corporation other than the Scout Executive. The notice of the annual meeting mailed to members of the Council shall announce the membership of the nominating committee so that active members of the Council may make recommendations of possible nominees to the committee for its consideration. All recommendations to the committee shall be made in writing at least thirty days prior to the meeting.

SECTION 5.

The Council election procedure appears as appendix 1.

## COMMITTEE ON PROGRAM AND RESOLUTIONS

SECTION 6.

At least sixty days prior to each regular meeting of the Council including the annual meeting, the President may appoint, with the approval of the Executive Board, not fewer than three nor more than five active members of the Council to serve as a committee on program and resolutions for the next regular Council meeting. The notice of such meeting mailed to members of the Council shall announce the membership of this committee and shall invite suggestions from each active member of the Council for the arrangement of the program and resolutions to be considered at the meeting. All suggestions to the committee shall be in writing. The committee shall consider and present to the meeting of the Council or to the appropriate committee of the Executive Board with recommendations, all suggestions made to it at least five days prior to the meeting or which it itself proposes for consideration and action. If a committee on program and resolutions is appointed, no resolution shall be considered at any regular meeting of the Council unless it has first been presented to or proposed by the committee in accordance with this Section.

## ARTICLE IV. THE EXECUTIVE BOARD

### POWERS AND FUNCTIONS

SECTION 1.

The Executive Board shall be the governing body of the Corporation and shall manage its affairs. The Executive Board shall be the local reviewing authority with respect to matters within the Scout movement which arise in the territory of the Corporation.

### MEMBERSHIP

SECTION 2.

The Executive Board of the Corporation shall consist of no fewer than 25 or more than 110 members said members to specifically include (a) 110 regular members elected by the Council from among its active members, (b) the officers of the Corporation including the Scout Executive, who shall have no vote, (c) the chairmen of the committees of the Executive Board, (d) the chairmen of the several district committees, upon their being approved by the Executive Board, and (e) not more than two youth members who shall be registered Explorers or Boy Scouts

appointed by the Council President with the approval of the Executive Board to serve for a term of one year.

ELECTION AND TERM; VACANCIES

SECTION 3.

Regular members of the Executive Board shall be elected at the annual meeting of the Council, shall take office immediately following such meeting, and shall continue in office until the conclusion of the next succeeding annual meeting of the Council and until their respective successors are elected and qualify. Chairmen of the committees of the Executive Board take office as members of the Executive Board upon their being appointed by the President and approved by the Executive Board. District chairmen take office as members of the Executive Board upon their being approved by the Executive Board.

Upon the death, resignation, removal, or failure to qualify as a member of the Executive Board of any regular member or officer, the Executive Board may elect an eligible person to fill the vacancy so created for the unexpired period of the term of office.

MEETINGS; QUORUM; VOTING

SECTION 4.

The Executive Board shall meet at such time and place as the Executive Board may direct and in any event at least six times annually including an organizational meeting as soon as practicable following the annual meeting of the Council. It shall be the general practice of the Executive Board to meet bi-monthly. Special meetings of the Executive Board may be called by the Executive Committee of the Executive Board or by the President and shall be called within thirty days upon the written request of at least one-fifth of the members of the Executive Board (which request shall specify the purpose of such special meeting). A notice of each meeting of the Executive Board shall be mailed to each member at least five days in advance of the meeting.

One-quarter of the members of the Executive Board shall constitute a quorum for all purposes.

Unless otherwise required by law, the Articles of Incorporation or these Bylaws, all questions (except elections and appointments) presented to a meeting of the Executive Board at which a quorum is present shall be decided by a majority of those actually voting; elections

or appointments shall be decided by a plurality of those actually voting.

Any regular member of the Executive Board who fails to attend two meetings of the Executive Board in any one year shall not be eligible for reelection as a regular member of the Executive Board for the ensuing term, provided, however, that the Executive Board may excuse absences and any absence so excused shall be counted as a meeting attended.

ADVISORY COMMITTEE

SECTION 5.

There shall be an Advisory Committee to the Executive Board composed of all officers or regular members of the Executive Board who have served on the Executive Board not less than five years and who retire but are willing to continue their relationship with the corporation in an advisory or consulting capacity to the Executive Board, and are elected to membership on the Advisory Committee by a two-thirds vote of those members of the Executive Board voting on the question, or any other person who, being unable to devote time to Scouting on a regular

basis, wish to serve Scouting upon special assignment and are selected to membership on the Advisory Committee by a two-thirds vote of the members of the Executive Board present at any meeting. Members of the Advisory Committee shall be entitled to receive notice of and to attend all meetings of the Executive Board but shall have no vote.

## ARTICLE V. COMMITTEES OF THE EXECUTIVE BOARD

### COMMITTEES; APPOINTMENT

SECTION 1.

There shall be an Executive Committee consisting of the persons and having the powers specified in Section 2 of this Article.

In addition, subject to the provisions of Section 3 and 4 of this Article, the Executive Board shall have such committees, each of which shall have such powers and responsibilities, as may be fixed by resolution of the Executive Board in accordance with guidelines and procedures from time to time recommended by the Boy Scouts of America. The committees of the Executive Board shall be appointed from members of the Council or from persons satisfying the qualifications set forth in Article III,

Sections 1 and 2, annually by the President with the advice and approval of the Executive Board, at the regular meeting of the Executive Board next following the annual meeting of the Council. In the event a person, other than the chairman of a committee in the district, who is not a member of the Council is appointed to such a committee, that person shall be elected as a member at large of the Council. As provided in Section 2 of Article IV of these By-laws, the chairmen of the committees shall, by reason of their positions as such, be members of the Executive Board. All actions of the committees shall be subject to the approval of the Executive Board.

EXECUTIVE COMMITTEE

SECTION 2.

The Executive Committee shall be composed of those persons who are the officers of the Corporation including the Scout Executive (who shall have no vote) and may include selected council standing committee chairmen and such other members of the Executive Board as may be elected by the Executive Board.

The Executive Committee of the Executive Board shall have and may exercise all the necessary powers of the Executive Board in the management of the Corporation during the intervals between the meetings of the Executive Board, but in no event shall the Executive Committee act contrary to action theretofore taken by the Executive Board. Minutes shall be kept of all Executive Committee action and reported to the ensuing meeting of the Executive Board for its approval.

Meetings of the Executive Committee may be called at any time by the President and shall be called by the President within thirty days upon the request of three or more members of the Executive Committee. It shall be the general practice of the Executive Committee to meet in those months in which the Executive Board does not meet. All meetings of the Executive Committee shall be held on at least three days' written notice or one-day notice by cablegram, telegram, or radiogram. A majority of the voting members of the Executive Committee shall constitute a quorum.

## COMMITTEES

SECTION 3.

The committees of the Executive Board shall be responsible for the development and effectiveness of programs and policies of the Corporation in accordance with standards and requirements as established by the Boy Scouts of America. The Corporation shall have committees of the Executive Board as may be authorized by the Boy Scouts of America operations manual published for the council's adopted plan of council and district organization.

The committees of the Executive Board shall be so organized as to provide for the coordination of their work throughout the entire territory of the Corporation. The Executive Board's committees shall be concerned with the development of policy, program, and procedures as approved by the Executive Board in the interest of the uniform development and extension of Scouting throughout the territory of the Corporation.

The committees shall function throughout the year, meeting as often as may be necessary in the judgment of the committee chairman, President, or Council Scout Executive.

Committees shall be guided by the program material and manuals made available by the national office of the Boy Scouts of America and shall make recommendations in light of their experience and knowledge of local conditions.

The committees shall perform the tasks organized under the four functions: membership/relationships, finance, program, and unit service. Other committees may be formed to handle special functions.

## ARTICLE VI. OFFICERS AND NATIONAL COUNCIL MEMBERS

### OFFICERS; ELECTIONS AND APPOINTMENT

SECTION 1.

The officers of the Corporation shall be a President, Vice Presidents, a Treasurer, Assistant Treasurers, a Legal Counsel, Assistant Legal Counsel, a Council Commissioner, and a Scout Executive who shall also fill the office of Secretary. The officers, with the exception of the Scout Executive, shall be elected from the active membership of the Council at the annual meeting of the Council, shall take office immediately following such meeting, and shall hold office until the conclusion of the next succeeding annual meeting of the Council and until

their successors are elected and qualify. Vacancies in these offices occurring between annual meetings of the Council may be filled by the Executive Board. The Scout Executive shall be appointed by and shall serve during the pleasure of the Executive Board.

The Council may, upon the nomination of the Executive Board, create honorary offices and elect persons to fill the offices so created. Honorary officers shall have no duties or vote.

PRESIDENT

SECTION 2.

The President shall serve as chairman of meetings of the Council, the Executive Board, and the Executive Committee and shall be a member ex officio of all committees of the Executive Board and shall perform such other functions as herein provided or as are assigned by the Executive Board. The President is automatically elected by the National Council to serve as a Council representative during the term of office.

## VICE-PRESIDENTS

SECTION 3.

The Vice-Presidents shall perform such functions as may be assigned to them by the Executive Board. In case of the President's inability or failure to make such designation, the Executive Board or Executive Committee may designate one of the Vice- Presidents to serve during the President's absence or inability to serve.

## TREASURER

SECTION 4.

The Treasurer shall be responsible, through methods of internal control, for the recording and deposit of all receipts of the Corporation, for the proper disbursement of its cash, and accounting for all property of the Corporation, whether real or personal, tangible or intangible, however acquired. The Treasurer shall present annually to the Executive Board a statement of all income and expenses during the prior year, together with a statement of all assets, liabilities, and fund balances of the Corporation as at the end of that year, these statements first having been duly audited and certified in accordance with generally accepted auditing standards by

certified public accountants or other recognized independent public accountants approved by the Executive Board or Executive Committee. A copy of such audited annual statements shall be kept available at the office of the Corporation for inspection by members of the Corporation, and a copy shall be filed with the national office of the Boy Scouts of America. The Treasurer shall also present interim period reports as required by the Executive Board.

No more than two Assistant Treasurers may be appointed by and shall act during the pleasure of the Executive Board or Executive Committee.

The Treasurer and Assistant Treasurers shall be bonded.

## COUNCIL COMMISSIONER

SECTION 5.

The Council Commissioner is responsible for seeing that the unit service function is performed.

The Council Commissioner shall--

(a) Supervise the activities of the commissioner staff and preside at councilwide meetings of district commissioners and conduct commissioner conferences.

(b) Give leadership to the recruiting and training of an adequate commissioner staff so as to provide continuing and effective commissioner service to each unit.

(c) Maintain the standards of the Boy Scouts of America, uphold national policies, promote good uniforming and the correct wearing of insignia.

(d) Be concerned with the proper recognition of unit leaders and the maintenance of their morale, and report unit conditions to the Executive Board.

(e) Help the district commissioners to maintain a good working relationship with their district committee.

(f) Maintain procedures that will assure maximum unit charter renewals.

(g) Assist the Council President, in the capacity of uniformed council officer, representing the Council President where assigned at appropriate council and/or district events.

(h) Serve as the program "quality-control" officer of the council as directed by the Council President.

The Council Commissioner shall work with the President to secure help of committees in meeting unit needs.

The Council Commissioner must be at least twenty-one years of age and election is subject to approval and issuance of a commission as Council Commissioner by the Boy Scouts of America.

The Council Commissioner is automatically elected by the National Council to serve as a Council representative during the term of office.

## SCOUT EXECUTIVE

SECTION 6.

(a) The Scout Executive shall be the chief executive officer of the Corporation and shall have general direction over the administrative work of the Corporation, subject to the authority and direction of the Executive Board. The Scout Executive shall serve as the Secretary of the Council, the Executive Board, its Executive Committee, all other committees of the Executive Board, and district committees and shall be a member ex officio of all committees of the Executive Board but without vote.

The Scout Executive may designate one or more representatives to serve as secretaries of district committees and, when necessary, committees of the Executive Board.

(b) The Scout Executive shall be responsible for the administration of the Scout program within the territory of the Corporation and for making effective within such territory the policies and programs of the Corporation in accordance with the policies of the Boy Scouts of America as from time to time announced by it.

(c) The Scout Executive may execute, on behalf of the Corporation, all documents, deeds, or notes duly authorized to be executed and shall be the custodian of the seal of the Corporation and may affix the same duly attested to such documents, deeds, or notes as may require it. As to notes and deeds, such countersignatures shall be required as the Executive Board may direct.

(d) The Scout Executive shall assist the Treasurer in maintaining the accounting records and the budget system, and shall be responsible for preparing monthly detailed statements of all financial operations including the budget report for the information of the Treasurer and the Finance Committee.

(e) The Scout Executive may with the prior approval of the Executive Board delegate to any staff officer or employee authority in writing to execute such leases, contracts, and other instruments as may be deemed desirable. Subject to the provisions of these Bylaws and the direction of the Executive Board, the Scout Executive shall have the power to appoint and remove all employees of the Corporation and to direct their work.

(f) The Scout Executive shall see that notices are sent to those elected as members of the Council and the Executive Board and as officers of the Corporation and to those appointed as members of committees; and shall cause notices to be sent out of all meetings for which provision is made hereunder and be responsible for the minutes of all meetings of the Council, Executive Board, and Committees of which the Scout Executive is Secretary.

(g) The Scout Executive shall be responsible for the preparation and keeping of such records as will make possible the Corporation's application for renewal of its charter. The Scout Executive shall submit a report at each meeting of the Executive Board relative to the work of the Corporation and to the status of the Scouting movement throughout

the territory of the Corporation, inviting attention to matters of particular interest and informing the Executive Board concerning any problems of which the Executive Board should be advised, together with recommendations and suggestions for the good of the movement requiring action by the Executive Board.

(h) The Scout Executive shall prepare an annual report covering the activities and achievements of the Corporation which, with the approval of the Executive Board, shall be presented to the annual meeting of the Council, transmitted to the national office of the Boy Scouts of America, and made public to the communities within the territory of the Corporation.

(i) The Scout Executive appointed by the Executive Board must be one recommended by the Boy Scouts of America and have been commissioned as Scout Executive by the Boy Scouts of America.

NATIONAL COUNCIL MEMBERS

SECTION 7.

At its annual meeting, the Council of the Corporation shall elect from its active membership such number

of National Council members as the Corporation is entitled to under the Bylaws of the Boy Scouts of America to hold office until the conclusion of the next annual meeting of the Council and until their successors are elected and qualify. National Council members shall attend the annual meeting, and any special meetings, of the National Council of the Boy Scouts of America and shall participate in its proceedings and perform such other duties as may be assigned to them by the Executive Board or the National Council of the Boy Scouts of America. As liaison officers between this Corporation and the National Council they shall--

(a) present the point of view of the Corporation to the National Council in respect to matters of national policy and procedure, and

(b) interpret to the Corporation decisions and policies of the National Council and assist the Corporation in its responsibility to make effective and bring about an understanding among local Scouters of such decisions and policies of the National Council.

National Council members shall serve as members of the regional committee and shall attend all regional committee meetings and participate in the proceedings thereof. The duly elected Council President and Council Commissioner are automatically elected by the National Council to serve as Council representatives during their terms of office.

## ARTICLE VII. COMMISSIONER STAFF AND PROFESSIONAL STAFF

### COMMISSIONER STAFF

SECTION 1.

The commissioner staff may be composed of the Council Commissioner, one or more Assistant Council Commissioners, District Commissioners, Assistant District Commissioners, Roundtable Commissioners, Assistant Roundtable Commissioners, and Unit Commissioners. Each such Scouter shall be twenty-one years of age or over to whom the Boy Scouts of America has issued a commission for a respective volunteer post.

The council/district commissioner staff, subject to the approval of the Executive Board, shall be selected as required and in such a manner as is set forth in the operations manual of the Boy Scouts of America for the

council's adopted plan of council and district organization, the Rules and Regulations of the Boy Scouts of America, and these Bylaws.

Each member of the commissioner staff shall serve as a volunteer and carry out the mission of the position for which commissioned in cooperation with the Council's plan for the delivery of its programs to chartered organizations and community groups and in accord with these Bylaws, policies, procedures, and the Rules and Regulations of the Boy Scouts of America.

## PROFESSIONAL STAFF

SECTION 2.

The Corporation may employ individuals in professional positions who have been recommended by and commissioned as such by the Boy Scouts of America. Such members of the professional staff shall be appointed to office by the Executive Board upon the recommendation of the Scout Executive and shall serve, under the direction and supervision of the Scout Executive, at the pleasure of the Executive Board and the Scout Executive.

Duties of members of the professional staff shall be as defined by the Scout Executive with the approval of the Executive Board. They may be designated so as to indicate their respective functions, but all professional titles shall first be approved by the Boy Scouts of America.

## ARTICLE VIII. DISTRICT ORGANIZATION

### DISTRICTS

SECTION 1.

For the purpose of area service and administration, the Corporation's territory may be divided geographically into such districts as the Executive Board from time to time determines, subject to the Rules and Regulations of the Boy Scouts of America. The Corporation shall supervise Scouting in each district through the active district committee which is made up of district members at large, and the active members of the Council residing within the District.

## DISTRICT COMMITTEE

SECTION 2.

The district committee shall be elected annually by the district members to administer the Scouting program within the territory of the district. The district committee and the committees of the district have no legislative authority. The purpose of the district committee is to make effective within the district policies and programs adopted by the Corporation. The district committee consists of Scouting coordinators and council members at large within the district territory plus duly elected district members at large.

## DISTRICT COMMITTEE OFFICERS

SECTION 3.

Each district committee shall elect a chairman and vice-chairman as may be required and in such a manner as set forth in the official operations manual of the Boy Scouts of America and election procedures approved by the Executive Board. The district chairman shall be nominated for election to the Executive Board in accordance with Article IV, Section 2 of these Bylaws.

## MEETINGS OF THE DISTRICT COMMITTEE

SECTION 4.

The District Committee shall meet monthly at such time and place, preferably within the district, as may be fixed by the committee or its chairman. The business transacted at each monthly meeting shall address the four functions of operation (membership/ relationships, finance, program, and unit service) and shall be concerned with service to chartered organizations and to units within the district and shall include the receiving of reports from the chairmen of various district operating committees, the District Scout Executive or designee (as secretary of the District Committee), and the District Commissioner, and such other business as the chairman and officers and District Scout Executive may indicate.

The District Committee meeting immediately preceding the annual meeting of the Council shall be the annual meeting of the district. At least ninety days prior to the meeting a proposed Nominating Committee shall be submitted by the District Chairman to the Council President for approval. The Council President may add additional names to the District Nominating Committee at his discretion. The Committee shall make nominations for district

officers and members at large for election at the annual meeting of the district. At this meeting the district officers and district committees shall present reports of the year's activities.

SECTION 5.

The Council's district election procedure appears in the appendix.

## DISTRICT OPERATING COMMITTEES

SECTION 6.

Each district may have such committees as approved by the Executive Board and as authorized by the Boy Scouts of America operations manuals. Each district shall be responsible for cooperating in making effective the policies and programs adopted by the Executive Board and for the performance of the four functions.

The chairmen of committees of the district shall be appointed by the district chairman with the approval of the district committee. The members of these committees shall be appointed by the district committee, upon the recommendation of the respective committee chairman and the district chairman.

## ARTICLE IX. LOCAL UNITS

### APPROVAL OF UNIT CHARTERS

SECTION 1.

The Executive Board shall review or shall authorize some committee or person to review all applications for new charters or renewal of charters by sponsors within the Corporation's territory and shall forward the recommendation with respect to each such application to the national office of the Boy Scouts of America.

### UNIT DESIGNATION

SECTION 2.

All units within the Corporation's territory shall be designated by the name of the community in which the unit is located by the name of the chartered organization or community group operating the unit, and by a serial number assigned by the Corporation.

## ARTICLE X. FINANCES AND PROPERTY

### RAISING FUNDS

SECTION 1.

Clause 1. All money raised by or received for the benefit of the Corporation or a unit under its jurisdiction and all property acquired by the Corporation or such a unit shall be deemed to be received or acquired for the benefit of Scouting as interpreted and promoted by the Boy Scouts of America, in accordance with the Rules and Regulations and procedures from time to time adopted by the Boy Scouts of America.

Clause 2. Subject to the Rules and Regulations adopted by the Boy Scouts of America, the Corporation shall control the raising and expenditure of all funds for local Scout work within the territory of the Corporation. The necessary expenses of the Corporation shall be met by funds secured by solicitation or otherwise in accordance with the Rules and Regulations of the Boy Scouts of America pertaining to the raising of funds for Scouting purposes.

Clause 3. Neither the Corporation nor any unit under its jurisdiction shall have any authority to bind

the Boy Scouts of America to any financial obligation whatever.

## CONTROL OF FUNDS AND PROPERTY

SECTION 2.

Budget

Clause 1. The Executive Board shall, preceding the commencement of each fiscal year, consider and adopt a budget of estimated expenditures by the Corporation for such fiscal year. No funds shall be expended by the Corporation during a fiscal year without the authorization of the Executive Board or the Executive Committee for any item not covered by, or in excess of the amount authorized by, the budget for such year.

General Funds

Clause 2. All funds of this Corporation or funds handled on behalf of this Corporation or the Boy Scouts of America, from whatever source and for whatever purpose received, shall be deposited to the credit of the Corporation in such depositories as shall be approved by the Executive Board or Executive Committee. The funds shall be disbursed only upon the authority of the Executive Board, Executive Committee or upon the order of officers of the

Corporation duly authorized by the Executive Board or Executive Committee; in any event the signatures of at least two authorized persons shall be required for the disbursal of funds.

All receipts from registration fees, Boys' Life subscriptions, and any other funds of the Boy Scouts of America which are received by this Corporation for transmission to the Boy Scouts of America shall be carefully segregated, through bookkeeping and accounting procedures, as established by the Boy Scouts of America.

All persons having access to any funds (general or special) of the Corporation shall be bonded.

Special Funds

Clause 3. The Corporation may create special funds for specific purposes to be used in the interest of the Boy Scouts of America by the Corporation or a unit under its jurisdiction. Such special funds may be established by recordation in proper account on the books of the Corporation and shall, if required by direction of the Executive Board or the term of a gift or bequest, be vested in a bank or trust company in trust for the use of the Corporation or the unit, with the provision in the statement of the conditions governing the administering

of the trust that in the event of the dissolution of the unit or Corporation or revocation, termination, or lapse of its charter said trustee will, after satisfying any claims against such fund, turn over to the Boy Scouts of America the balance for use by the Boy Scouts of America for the benefit of Scouting in such locality and for the specific purposes for which the fund was granted. If, after a reasonable period, there is no suitable opportunity for the use of said fund in such locality, it may be used elsewhere.

Real Estate

Clause 4. The Corporation may hold title to real property in its own name as long as its Articles of Incorporation expressly provide for the conveyance of such property or the net proceeds from the sale thereof to the Boy Scouts of America in the event of the dissolution of the Corporation or the revocation or termination of its charter. Title to real property acquired for the Corporation may also be vested in a bank or trust company in trust for the use of the Corporation, where appropriate in accordance with the wishes of the donor, with a provision in the trust deed that in the event of the dissolution

of the Corporation or the revocation or termination of its charter, the trustee, after satisfying any claims against the Corporation to which such property may be subject, will convey said property or pay the net proceeds from a sale of the property to the Boy Scouts of America, which shall hold or use said property or funds for the benefit of Scouting in the locality in which the Corporation is located or elsewhere if after a reasonable period there is not suitable opportunity to use said property or funds in said locality.

Title to all real estate acquired for a unit under the jurisdiction of the Corporation shall be vested in (a) the name of the Corporation (if the Corporation agrees to hold title to the property), (b) the operator of such unit (if the operator is a chartered organization or community group), or (c) a bank or trust company, in each case in trust for the use of the unit, where appropriate in accordance with the wishes of the donor, with a provision in the trust deed that in the event of the dissolution of the unit or the revocation, termination, or lapse of its charter, the trustee will, after satisfying any claim against such unit to which such real estate may be subject, hold the property upon the instructions of the Corporation

or, if so instructed, convey said property or pay the net proceeds from a sale of the property to the Corporation, which shall hold or use said property or funds for the benefit of Scouting in the locality in which the unit is located or elsewhere if, after a reasonable period, there is not a suitable opportunity to use said property or funds in such locality.

Securities

Clause 5. The securities of the Corporation shall be deposited in any such deposit vault or vaults or with such bank or banks, trust company or trust companies, or such other depositories as may from time to time be designated by the Executive Board, Executive Committee, or finance committee. Access to the securities may be had as provided by resolutions of the Executive Board or Executive Committee and not otherwise.

Audit

Clause 6. A statement of all income and expenses of the Corporation during the fiscal year and a statement of all assets, liabilities, and fund balances of the Corporation as at the end of such year shall be duly audited

and certified annually in accordance with generally accepted auditing standards, by certified public accountants or other recognized independent public accountants approved by the Executive Board or Executive Committee.

## ADMINISTRATION OF UNIT FUNDS

SECTION 3.

Clause 1. At the request of the unit committee of any unit under the jurisdiction of the Corporation, the Treasurer may hold for such committee funds for the unit. Such funds shall be transferred, in whole or in part, to the custody of the unit or a treasurer of the chartered organization upon duly accredited authority for such transfer.

Clause 2. In the event of the dissolution of a unit or the revocation or lapse of its charter, the unit committee shall apply unit funds and property to the payment of unit obligations and shall turn over the surplus, if any, to the Corporation. In the case of an organization unit, any funds or equipment which may have been secured as property of the unit shall be held in trust by the organization or the Corporation, as may be agreed upon, pend-

ing its reorganization or the development of other plans, with the approval of the Corporation, for the use of such funds and property in connection with a program for character development, citizenship training, mental and physical fitness for the youth of that organization or, by the agreement of those involved, shall be used elsewhere for the promotion of the program of the Boy Scouts of America.

## ARTICLE XI. ADDITIONAL ADMINISTRATIVE MATTERS

### INDEMNIFICATION

SECTION 1.

Any person made a party to any action, suit, or proceeding, civil or criminal, by reason of the fact that such person, his/her testator or intestate, is or was a member of the Executive Board or committee of the Executive Board of the Corporation, or an officer or National Council member or employee of the Corporation, or a director, officer, or employee of any corporation in which he/she served as such at the request of the Corporation, or a member of the commissioner staff of the Corporation, or a member of a district committee or a district officer under the jurisdiction of the Corporation, shall be indemnified by

the Corporation against the reasonable expenses (including amounts paid by way of judgment and settlement and including attorney's fees), actually and necessarily incurred by him/her in connection with defense of such action, suit, or proceeding, whether or not such defense shall be successful in whole or in part, or in connection with any appeal therein or any settlement thereof, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such person is liable for negligence or misconduct in the performance of duties. Such indemnification, if afforded, shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Section. This Section shall not be deemed to limit any power or exclude any right of the Corporation to provide any additional or other indemnity or right for any Executive Board member, officer, employee, or other person. If this Section should be invalid or ineffective in any respect, the validity and effect of the Section in any other respect shall not be affected.

## CONTRACTS, CHECKS, DRAFTS, ETC.

SECTION 2.

Except as otherwise provided by law or in these Bylaws, such officer or officers, employee or employees, or agent or agents of the Corporation as shall be specified by the Executive Board or Executive Committee shall sign, in the name and on behalf of the Corporation, all deeds, bonds, contracts, mortgages, and other instruments or documents, the execution of which shall be authorized by the Executive Board or Executive Committee; and such authority may be general or confined to specific instances.

Except as otherwise provided by law or in these Bylaws, all checks, drafts, notes, bonds, bills of exchange, or other orders, instruments, or obligations for the payment of money shall be signed by such officer or officers, employee or employees, or agent or agents of the Corporation as shall be specified by the Executive Board or Executive Committee.

## NOTICES AND WAIVERS

SECTION 3.

Whenever any notice is required by these Bylaws or by any law to be given to any member of the Council,

member of the Executive Board, or any committee or any officer, such notice except as otherwise provided by these Bylaws or by any law may be given personally or by telegram, cable, or radiogram addressed to such person at his/her or its place of business, if any, or (to the extent applicable) at such address as has been given to the Corporation as the home address of the person; or the notice may be given in writing by mail, in a sealed wrapper, postage prepaid, addressed to such person at such address. Any notice given by telegram, cable, or radiogram shall be deemed to have been given when it shall have been delivered for transmission and any notice given by mail shall be deemed to have been given when it shall have been deposited in a post office, in a regularly maintained letter box, or with a postal carrier. A waiver of any such notice in writing, signed by the person entitled to such notice in writing, as required, shall be deemed the equivalent thereof; and the presence at any meeting of any person entitled to notice thereof shall be deemed a waiver of such notice as to such person.

## ACTION WITHOUT A MEETING

SECTION 4.

Except to the extent otherwise restricted by any applicable law, any action required or permitted to be taken at any meeting of the Executive Board or any committee thereof may be taken without a meeting if prior to such action a written consent thereto is signed by all members of the Executive Board or committee and such written consent is filed with the minutes of the proceedings of the Executive Board or committee.

## FISCAL YEAR

SECTION 5.

The fiscal year of the Corporation shall begin on July 1st and end on June 30th.

## SEAL

SECTION 6.

The seal of the Corporation shall be in the form of a circle enclosing the universal badge with the motto Be Prepared underneath this badge and the words

".....Chicago Area Council, Boy Scouts of America, Inc. #118....." around the circle and shall be used only as authorized.

## AMENDMENT

SECTION 7.

These Bylaws may be amended at any meeting of the Executive Board, upon the recommendation of the Executive Committee or the Executive Board, or when the proposed amendment has been sent to members of the Executive Board at least fifteen days in advance of the meeting. All amendments to these Bylaws must first be approved by the national office of the Boy Scouts of America before being submitted to the Executive Board for adoption.